

EXHIBIT A
TO THE DECLARATION OF
JOHN W. SMITH T

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The microfilm containing the articles of incorporation filed on November 22, 1993 is missing from our records. This replacement set of articles was supplied by the corporation.

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FROM: EMPIRE CORPORATE KIT. COMPANY
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SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 641-3694
FAX: (305) 641-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DAVID J. STERN, P.A.

FAX AUDIT NUMBER: H93000009434

DATE REQUESTED: 11/22/1993

CERTIFIED COPIES: 1

NUMBER OF PAGES: 5

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 11:24:30

CERTIFICATE OF STATUS: 0

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ARTICLES OF INCORPORATION

DAVID J. STERN, P.A.

THE UNDERSIGNED subscriber to these Articles of Incorporation,
heraby forms a corporation under the Laws of the State of Florida.

ARTICLE I, NAME:

The name of this corporation shall be:

DAVID J. STERN, P.A.

ARTICLE II: NATURE OF BUSINESS AND INITIAL PURPOSE

The corporation may engage in any activity or business permitted under the Laws of the State of Florida and of the United States of America. This corporation is initially organized for the purpose of The practice of law and all related fields and any other activity or business permitted under the laws of the United States and of the State of Florida and any and all lawful business for which corporations may engage.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares that this corporation is authorized to have outstanding at any one time is 100 of no par (\$ -0-) dollars par value common stock.

ARTICLE IV: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at prices which it is offered to others.

ARTICLE V: TERM OF EXISTENCE

This corporation shall exist perpetually.

Prepared by:
Michael P. Chase, Attorney at Law
2627 NE 203rd St. Ste. 203
N. Miami Beach, Fl. 33180
(305) 931-3414
BAR#099132

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ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL
PLACE OF BUSINESS

The street address of the initial registered office of this corporation is: 2627 NE 203rd St.
Ste. 204
N. Miami Beach, Fl. 33180 ✓

and the name of the initial registered agent of this corporation is
DAVID J. STERN, Attorney at Law

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The corporation shall have 1 director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

DAVID J. STERN

2627 NE 203rd St., Ste. 204
N. Miami Beach, Fl. 33180

ARTICLE VIII: INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

David J. Stern
2627 NE 203rd St.
Ste. 204
N. Miami Beach, Fl. 33180

and this is the corporation's principal place of business.

ARTICLE IX: AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X: TRANSFER OF STOCKS:

The Shareholders of this corporation may not sell or

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transfer any shares of this corporation except to another individual who is duly licensed to practice law in the State of Florida or render professional services which the corporation has the power to conduct, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting especially called for such purpose, by the holders of a majority of the outstanding stock.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of November 1993.

David J. Stern
DAVID J. STERN, Attorney at Law
Subscriber and Registered Agent
Florida Bar#0911054

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared DAVID J. STERN known to me as the person described as Subscriber and Registered Agent in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to same.

WITNESS my hand and seal this 22 day of November 1993.

Beverly Cooper Smith
Notary Public, State of Florida

BEVERLY COOPER SMITH
Notary Public, State of Florida at Large
My Comm'n. Expires Feb. 18, 1998
BONDED THRU AGENTS' NOTARY BROKERAGE

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That DAVID J. STERN, P.A.
(Name of Corporation)
 desiring to organize under the laws of the State of Florida
(Florida)
 with its principal office, as indicated in the articles of incorporation at City of No. Miami Beach, County
(City)
 of Dade, State of Florida
(County) (State)
 has named DAVID J. STERN
(Name of Resident Agent)
 located at 2627 NE 203rd St., Ste. 205
(Street address and number of building, Post Office Box address not acceptable)
 City of No. Miami Beach, County of Dade
(City) (County)
 State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

by David J. Stern
 Signature
 Registered Agent
 DAVID J. STERN

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